



# VIJI FINANCE LIMITED

CIN: L65192MP1994PLC008715

Registered Office: 11/2, Usha Ganj, Jaora Compound, Indore (M.P.)-452001

Tel. 0731-4246092, Email id- info@vijifinance.com, Website-www.vijifinance.com

Date: 20<sup>th</sup> June, 2026

To, The Secretary, Corporate Relationship Department, <b>BSE Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001	To, The Secretary, <b>National Stock Exchange of India Limited</b> Exchange Plaza, Bandra Kurla Complex Mumbai-400001
To, The Secretary, <b>Calcutta Stock Exchange Limited</b> 4, Lyons Range, Dalhousie, Murgighata, B B D Bagh, Kolkata, West Bengal 700001	

**Subject: Submission of Certificate from Statutory Auditor in terms of Regulation 169(5) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations")**

**Reference: Viji Finance Limited (BSE SCRIP CODE: 537820; CSE SCRIP CODE: 032181; NSE SYMBOL: VIJIFIN, ISIN: INE159N01027)**

Dear Sir/Madam,

Pursuant to Regulation 169(5) of the SEBI (ICDR) Regulations, please find enclosed herewith a certificate issued by Dharmendra K Agrawal & Company, Chartered Accountants, Statutory Auditors of the Company, certifying that the Company is in compliance with Regulation 169(4) of ICDR Regulations and the relevant documents thereof are maintained by the issuer as on the date of the certificate.

This is for your information and record.

Thanking You,

Yours Faithfully,

**FOR, VIJI FINANCE LIMITED**

**VIJAY KOTHARI**  
**CHAIRMAN AND MANAGING DIRECTOR**  
**(DIN: 00172878)**



**Independent Auditor's Certificate on the receipt of 25% money by VIJI FINANCE LIMITED in connection with the issue of Warrants Convertible into equivalent number of equity shares on preferential basis.**

We, **DHARMENDRA K AGRAWAL & CO.**, Chartered Accountants, Statutory Auditors of **VIJI FINANCE LIMITED** (the "Company") issue this certificate in accordance with the requirements of Regulation 169(5) of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") and is issued for onward submission to the BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE") and The Calcutta Stock Exchange Limited ("CSE") in connection with receipt of 25% of the issue price per Warrant Convertible into equivalent number of equity shares on preferential basis as upfront payment ("Warrant Subscription Price") for issue of 8,85,00,000 Warrants Convertible into equivalent number of equity Shares on preferential basis of face value of Re. 1/- each at an issue price of Rs. 2.80/- (including premium of Rs. 1.80/-) each by the Company to the Non promoters/other persons.

The accompanying statement of funds received contains details of receipt of consideration against allotment of specified securities as required by sub para (4) of para 169 of Part VI of Chapter V of the SEBI ICDR Regulations in respect of the preferential issue ("Statement-A"), which we have initialed for identification purposes only.

**Management's Responsibility for the Statement:**

The preparation of the accompanying Statement and compliance with the terms and conditions contained in the SEBI ICDR Regulations therein is the responsibility of the management of the Company including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the compliance with the terms and conditions contained in the SEBI ICDR Regulations specified therein and making estimates that are reasonable in the circumstances.

The Management is also responsible for ensuring:





- (i) That the Company provides all relevant information to the BSE, NSE and CSE;
- (ii) The consideration for allotment of Warrants Convertible into equivalent number of equity Shares on preferential basis is received from respective allottee's bank account and there is no circulation of funds or mere passing of book entries in this regard;
- (iii) In case of joint holders, the consideration of Warrants Convertible into equivalent number of equity Shares on preferential basis is received from the bank account of the person whose name appears first in the application;
- (iv) Maintenance of relevant records in relation to point (ii) and (iii) above;
- (v) Compliance with the requirements of the SEBI ICDR Regulations.

Further, pursuant to the approval granted by the members at the Extra-Ordinary General Meeting held on 23<sup>rd</sup> April 2026 for the proposed preferential issue of 12,75,00,000 convertible warrants aggregating to Rs. 35,70,00,000/-, it has been represented to us that three proposed investors, namely Vicky R. Jhaveri HUF, Rajesh Nanubhai Jhaveri HUF and Mrs. Harsha Rajesh Jhaveri, who were collectively proposed to subscribe to 3,90,00,000 warrants, did not participate in the issue.

Consequently, the size of the preferential issue was revised from Rs. 35,70,00,000/- comprising 12,75,00,000 convertible warrants to Rs. 24,78,00,000/- comprising 8,85,00,000 convertible warrants.

**Auditor's responsibility:**

Pursuant to the requirements of sub para (5) of para 169 of Part VI of chapter V of the ICDR Regulations, it is our responsibility to provide limited assurance as to whether the details provided in the Statement A is in accordance with by sub para (4) of para 169 of Part VI of Chapter V of the SEBI ICDR Regulations and the relevant documents thereof are maintained by the Company as on the date of issue of the certificate.

Our scope of work did not include verification of compliance with other requirements of the SEBI ICDR Regulations, other circulars, notifications, etc. as issued by relevant regulatory authorities from time to time, and any other laws and regulations applicable to the Company. Further, our scope of work did not involve performing audit tests for the purpose of expressing an opinion on the fairness or accuracy of any of the financial information or financial statements of the Company taken as a whole.





A limited assurance engagement includes performing procedures to obtain sufficient appropriate evidence on the applicable criteria mentioned in the above paragraph. The procedures performed vary in nature, timing and extent from, and are less extent than for, a reasonable assurance. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had we performed a reasonable assurance engagement.

Accordingly, we have performed the following procedures in relation to the Statement:

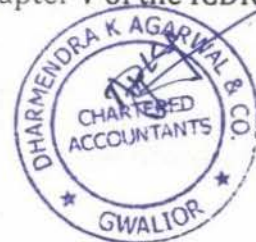
- a) Obtained and read the certified true copy of the resolution passed for allotment of 8,85,00,000 Warrants Convertible into equivalent number of equity Shares (Rs. 24,78,00,000 only) at the meeting of the Preferential Issue Committee of Board of Directors of the Company on Tuesday, 16<sup>th</sup> June, 2026.
- b) Obtained list of allottees together with 25% upfront amount received from each applicant from the management.
- c) With respect to 25% money received by the Company for allotment of Warrants Convertible into equivalent number of equity Shares, obtained bank statement of the Company till date i.e. Tuesday, 16<sup>th</sup> June, 2026 and traced the name of the person and the amounts appearing in the bank statement and there is no circulation of funds or mere passing of book entries in this regard . We have relied on the information obtained from the management in this regard and have not performed any independent procedures; Made necessary inquiries with the management and obtained relevant representations.

We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) (the 'Guidance Note') issued by the Institute of Chartered Accountants of India (the 'ICAI'). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

We have complied with the relevant applicable requirements of the Standard on Quality Control ('SQC') 1, "Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements".

#### **Conclusion:**

Based on our examination as above, and the information, explanations and management representations provided to us, nothing has come to our attention that causes us to believe that the details provided in the attached Statement -A are not in accordance with the requirements of sub para (4) of para 169 of Part VI of chapter V of the ICDR Regulations and





# Dharmendra K. Agarwal & Co.

(Chartered Accountants)

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the relevant documents thereof are not maintained by the Company as on the date of issue of certificate.

### Restriction on use:

This report is intended solely for the use of the Management for the purpose of submission to the BSE, NSE and CSE in connection with the receipt of consideration of 25% upfront money by the Company pursuant to the allotment of Warrants Convertible into equivalent number of equity Shares on preferential basis to the allottees under the SEBI ICDR Regulations and is not to be used for any other purpose or distributed to any other person without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior written consent. We have no responsibility to update this certificate.

Thanking you

Yours faithfully,

For Dharmendra K Agarwal & Co  
Chartered Accountants  
FRN: 025525C



CA Dharmendra Agarwal  
Partner  
M. No.: 402138  
UDIN: 26402138RXIZUJ4201  
**DATED : 20.06.2026**

**Statement of Funds received from Issuance of Warrants pursuant to Meeting of Preferential Issue allotment committee of Board of Directors for allotment of warrants on June 16, 2026 (the 'Statement')**

S. No.	Name of the Allottee's	Number of convertible Warrants allotted on 16 June, 2026	25% of the upfront money received on or before 16 <sup>th</sup> June, 2026 (in Rs.)
1.	Nimit Manojkumar Rathod	40,00,000	28,00,000
2.	Manoj Chhaganlal Rathod	1,00,00,000	70,00,000
3.	Ashik D Sanghvi HUF	75,00,000	52,50,000
4.	Dhirajlal V Sanghvi HUF	75,00,000	52,50,000
5.	Kunal D Sanghvi HUF	75,00,000	52,50,000
6.	Sagar D Sanghvi HUF	75,00,000	52,50,000
7.	Vishw Jayesh Vora	56,00,000	39,20,000
8.	Sureshkumar V Vora HUF	24,50,000	17,15,000
9.	Jayesh Vaghjibhai Vora HUF	24,50,000	17,15,000
10.	Ashokkumar Shantilal Jain	36,00,000	25,20,000
11.	Arvindkumar Shantilal Jain	36,00,000	25,20,000
12.	Gautamkumar Shantilal Jain	36,00,000	25,20,000
13.	Arunaben Arvindkumar Jain	36,00,000	25,20,000
14.	Reetaben Gautamkumar Jain	36,00,000	25,20,000
15.	Madhuben Ashokkumar Jain	36,00,000	25,20,000
16.	Vandana Ashokbhai Jain	36,00,000	25,20,000
17.	Sumita Rahul Jain	36,00,000	25,20,000
18.	Kevina Vanraj Jain	36,00,000	25,20,000
19.	Nisha D Jain	16,00,000	11,20,000
	<b>TOTAL</b>	<b>8,85,00,000</b>	<b>6,19,50,000</b>

**Note:**

Pursuant to requisite approval as laid down in the ICDR Regulations and the receipt of an amount aggregating to Rs. 6,19,50,000, the Preferential Issue allotment Committee of Board of Directors of the Company, has on 16<sup>th</sup> June, 2026, considered and approved the allotment of 8,85,00,000 warrants on private placement basis through preferential issue to non-promoters/other persons ("Allottees").

**FOR, VIJI FINANCE LIMITED**

**VIJAY KOTHARI**  
**CHAIRMAN AND MANAGING DIRECTOR**  
**(DIN: 00172878)**

